BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Joint Application of SBC Communications Inc. ("SBC") and AT&T Corp. ("AT&T") for Authorization to Transfer Control of AT&T Communications of California (U-5002), TCG Los Angeles, Inc. (U-5462), TCG San Diego (U-5389), and TCG San Francisco (U-5454) to SBC, Which Will Occur Indirectly as a Result of AT&T's Merger With a Wholly-Owned Subsidiary of SBC, Tau Merger Sub Corporation.	Application 05-02-027 (Filed February 28, 2005)

ADMINISTRATIVE LAW JUDGE'S RULING, GRANTING IN PART, MOTION OF THE OFFICE OF RATEPAYER ADVOCATES TO COMPEL DISCOVERY RESPONSES

This ruling grants, in part, the motion of the Office of Ratepayer Advocates (ORA), filed May 13, 2005, for an order to compel SBC Communications, Inc. (SBC) and AT&T Corp. (AT&T) (collectively, "Joint Applicants") to respond to ORA Data Requests Set 2 and 5 (DR #2 and DR #5).

Applicants filed a response to ORA's Discovery Motion on May 19, 2005. Applicants also filed a motion for a protective order to limit further discovery concerning its national synergies model. In support of its pleadings, Applicants filed the Declaration of Rick Moore, and filed under seal the Declaration of Patrick Thompson.

DR # 2 and 5 involve claimed merger "synergies."[1] ORA sent DR #2 to SBC on March 30, 2005, requesting a preliminary response on April 4 and a full response on April 13, 2005. On April 25, 2005, ORA sent DR #5, requesting a preliminary response on April 27 and a full response on May 9, 2005. ORA seeks the following relief in its motion:

- Compel Joint Applicants to expand upon the response to DR #2, by producing any un-produced documents, providing a verified response that *all* responsive documents have been produced (or that no responsive documents were found to exist after inquiry and search), identifying responsive documents by Bates number, and providing a privilege log if any documents were withheld or redacted based on asserted privilege or legal protection. ORA also seeks this requirement to be applied to all data responses;

- Compel Joint Applicants to expand upon the responses to ORA's DR #2 question 1(b) , specifically to provide, from SBC, national and state numbers for historic expenditures that match the format used for their categories in the synergy model and from AT&T, California-specific numbers;

- Compel SBC to expand upon the response to ORA's DR #5 specifically, to provide responses to the questions propounded;

- Compel SBC to provide an electronic copy of the "Synergy Model" (and not just the "output"), as well as all information required to be produced by Rule 74.3 of the Commissions Rules of Practice and Procedure;

- Rule that Joint Applicants should not refuse to provide information necessary to analyzing or developing transaction

[1] ORA sent its data requests to SBC, the acquiring company, with instructions to have SBC co-ordinate a response with AT&T, the acquired company. ORA's Data Request Set 1 (DR #1)

savings testimony based on any claim of relevancy not adopted by the Commission;

- Rule that boilerplate and overly technical objections to data requests are not appropriate in this expedited proceeding, and shall not be considered applicable to the individual responses – to the extent that such objections are made to the individual responses. Joint Applicants should specify which part of the request is considered to be vague, overbroad, irrelevant, etc.;

- Require that responses to individual data requests be verified by an officer of the responding Applicant(s);

- Require that responses be complete in themselves and not reference other responses or documents unless absolutely necessary. This will avoid parties relying on the responses from having to attach numerous pages of responses to a particular question at the hearings, if the response is so used. It will also provide for a clearer response;

- Require that Applicants sign and verify their responses to data requests.

Issues Relating to DR #2

DR #2(1)(a)

ORA's Position

In DR #2(1)(a), ORA requested that Joint Applicants provide "the internal memos which describe in detail how the network operations and IT savings (both labor and capital) can be accomplished through merging the two companies. . . including, but not limited to, management briefings, strategic plans and work plans, that identify the redundancy of personnel and facilities."

ORA finds the response deficient in that it provides no assurance that all responsive documents have been produced. Applicants provided no internal memos, management briefings, strategic plans and work plans of the sort that

ORA believes would precede a merger of this magnitude, and almost nothing discussing in detail, how the projected savings will be accomplished through the merger.

Substantive responses provided on April 13, 2005, continued to incorporate "general and specific objections" and provided what ORA considers to be a vague reference to documents previously produced in response to (The Utility Reform Network's (TURN) DR 1-8 and 1-18.[2]

Response of Applicants

Applicants assert that the electronic file that was produced for ORA was he only additional responsive information located relating to this Data Request.

The electronic file contained slides from a presentation to the SBC board about national merger synergies and related management briefing materials. The response also identified documents previously made available to ORA in response to a data request from TURN. Thompson Decl., ¶ 4.

Applicants affirm that more detailed responsive information was not withheld from ORA. Thompson Decl., ¶ 17. Applicants explain that the companies are limited by federal and state law from engaging in detailed planning before the merger closes. *See, e.g.*, 2-19 Matthew Bender & Co. Inc., *Corporate Acquisitions and Mergers* § 19.05 (2005) ("The Hart-Scott-Rodino Act imposes a premerger waiting period during which the merger parties must continue to operate as separate and independent competitors; they therefore cannot engage in any coordinated business activities during this period"); *see also United States v. Gemstar-TV Guide International, Inc.*, 2003 U.S. Dist. LEXIS 12494

[2] TURN's DR 1-8 and 1-18 became part of TURN's May 5, 2005 motion to compel.

(D.D.C. 2003) ($5.7 million civil penalty imposed against Gemstar-TV Guide International, Inc. and TV Guide, Inc. for the violation of "gun jumping" rules). If additional materials responsive to the request are located or developed, Applicants agree to produce them. Applicants affirm that responsive documents have not been purposefully withheld. Thompson Decl., ¶ 17.

Discussion

Based on Applicants' above-referenced affirmation that responsive documents have not been purposefully withheld, and any subsequently located responsive materials will be produced, it is ruled that no further Commission action is necessary at this time with respect to this data request. Applicants will be held responsible for complying with their representation to produce any subsequent responsive documents that may later be identified.

DR#2 (1)(b)(iv)

ORA's Position

In DR #2(1)(b)(iv), ORA requested historical expenditures, costs, and personnel associated with network operations in reference to Applicants claims of merger-related savings. SBC provided national and in-state employee numbers associated with these operations, but AT&T did not provide employee numbers. As to historic expenditures, SBC provided national and in-state numbers, but AT&T provided only national numbers. Total capital and operating expenditures contained in the national figures provided by SBC do not include the same capital expenditure as reported for California. SBC's description of the information provided is as follows:

> The following information for plant operations and information management has been extracted from the annual reports prepared by Pacific Bell Telephone Company for the FCC. This information does not correspond exactly to the Network Operations and IT categories discussed in the Investor Briefing referenced in ORA's data request.

ORA considers this response deficient and requests California-specific information from AT&T, and employee numbers in different states by function, in a format comparable to SBC's material. ORA also seeks to have SBC's cost information adjusted to match the synergy model categories.

Applicants' Response

In response to ORA, Applicants state that AT&T does not track the requested information separately for California, but has nonetheless proposed to ORA a method of attributing a portion of national costs to California. Applicants state that ORA is considering AT&T's proposal.

Applicants also object to ORA's data request that SBC's information be adjusted to match the synergy model categories. Applicants argue that this request comes four weeks after receiving SBC's responsive information and documents, and is an abuse of discovery. SBC and AT&T claim they have provided or agreed to provide ORA the raw data so that ORA can make its own comparisons for whatever purpose it desires in this proceeding. Applicants contend that they are not required to create new compositions, or analyses of information. *See generally* Civ. Proc. Code § 2030(f)(2) (no duty to create compilation, abstract or summary of information for other party; sufficient to provide requesting party information for its own analysis).

Discussion

Applicants' offer to provide an alternative method of attributing a portion of AT&T's national costs to California appears reasonable given that AT&T does not separately track the requested information on a California-specific basis. Applicants' offer to provide the alternative method of attributing AT&T's costs to California shall therefore be considered sufficiently responsive to this ORA data request. Upon Applicants' production of a response to ORA based upon the

alternative method of cost attribution, this portion of the data request shall be considered complete.

On the other hand, since Applicants control access to the synergy model, they shall comply with ORA's request to adjust the SBC cost information provided to ORA to match the synergy model categories. ORA is responsible for performing its own independent analysis relating to benefits from the proposed merger and acquisition. Nonetheless, in order for ORA to complete its analysis, it needs access to the underlying data to allow for comparability between its own analysis and that of the Applicants. In order for the Commission to have an adequate record to compare ORA's claims with those of Applicants, there needs to be comparability among different parties' showings with respect to the categories in the synergy model. Thus, Applicants shall comply with ORA's request here.

Restrictions on Generalized Objections

Position of ORA

In providing responses to ORA Data Requests, Joint Applicants have made the responses "subject to" a variety of general objections. For example, in response to DR #2, Applicants provided 19 "boilerplate" general objections, stating that all responses would be provided "subject to its general and specific objections." Applicants generalized categorical objections assert that individual requests are vague, ambiguous, irrelevant, burdensome, overbroad, duplicative, call for calculations or compilations not already performed, call for information in a form other than kept by respondents, call for materials protected by trade secret, attorney-client, work product, or joint defense privilege protections, or call for proprietary and confidential materials. While generally asserting

attorney-client and other privileges, Applicants have refused to provide a privilege log.

Where applicants assert a claim of privilege, or produce a redacted document, ORA asks that they submit a privilege log, identifying the author of the document, all persons copied, its date and subject matter, and the privilege or legal protection invoked. ORA agrees that Applicants may bracket out any correspondence between themselves and their current counsel.

ORA expresses concern that overly broad objections can be used as a pretext for virtually any sort of non-compliance with ORA's data requests. ORA thus requests a ruling that general objections do not apply to specific responses. To the extent that Joint Applicants seek to apply objections to an individual request, ORA asks that they identify what specific language in a given request is vague, ambiguous, irrelevant, burdensome, overbroad, or duplicative, and respond to the balance of the request as reasonably interpreted.

Where duplication is claimed, ORA asks that Applicants identify the previous request claimed to make the instant request duplicative, and restate as much of the response to the previous request as is applicable to the instant request, and any further material required to make the response at issue complete and self-contained.

ORA also asks that Applicants be required to make calculations or compilations necessary to provide a complete and straightforward response, and to state what further calculations or compilations would be required and why they are too burdensome to be undertaken by Applicants. If a request is claimed to require production of documents or information other than in a form kept by Applicants, they should be required to state in what form the information and

documents are currently kept, and why it is unreasonable to provide the information or documents as requested.

Response of Applicants

Applicants respond that it is customary in Commission proceedings for parties to assert general objections. Applicants claim that they have made specific objections as appropriate to individual data requests, and that ORA has been provided notice of the particular issues raised by a given question. Applicants object to the additional documentation proposed by ORA as "busy work" arguing that such requirements have not been imposed in other Commission proceedings, and do not make sense here.

Moreover, although ORA continues to question whether Applicants have withheld documents based on general objections alone, Applicants affirm that they have not done so. Thompson Decl., ¶ 17.

Discussion

Both sides in this dispute accuse the other of being overly broad and unreasonable in their demands in documenting the basis for discovery disputes. For purposes of resolving the essential dispute in ORA's motion, however, the focus is on specific data being requested that Applicants refuse to provide, and the specific reasons for refusal. As a general rule, however, to the extent that objections to specific data requests are vague or overly broad, such objections cannot be evaluated by the Commission as a defense against responding to a particular request.

Applicants must be specific with respect to the basis of any objections offered as a defense against responding to a particular data request. Granted, it would constitute "busy work" to require applicants simply to produce lengthy documentation to "enumerate lengthy specific objections" that serves no useful

purpose. It is not "busy work", however, for Applicants to be required to explain and justify in specific terms the basis for objections to responding to individual data requests. Applicants shall be required to explain and justify in specific, concise terms the particular basis for refusal to respond to each data request to which they object. It is not necessary for the Applicants to sign and verify every separate data response, however, since Applicants remain subject to the Commission's Rule 1 requirements concerning the veracity of all data responses that they provide.

Particularly given the expedited schedule for this proceeding, however, it is reasonable for Applicants to follow certain procedures in responding to discovery, as set forth in the ruling order below. In addition, Applicants shall be required to produce a privilege log for those documents that they seek to withhold from discovery based on claims of privilege under the same criteria as previously required in the GTE/Bell Atlantic merger case. The Commission did not consider preparation of such a log to be "busy work" in that proceeding. Such a requirement is no less important here. In the GTE/Bell Atlantic proceeding, the Administrative Law Judge (ALJ) ruled that the privilege log should

> … identify the persons listed and their connection with this case. (For example: The person is an employee of GTE or Bell Atlantic, or outside counsel, etc.) This privilege log should enumerate each and every document which is being withheld on the basis of a claim of privilege with the following exception. Applicants may categorically list all documents exchanged between outside counsel and their clients dated on or after the date this application was filed at the Commission, provided applicants provide a verified response that these documents were exchanged between attorney and client, and no outside or third parties. This ruling does not prejudge whether any privilege attaches to documents exchanged between counsel for the two merging companies which are dated from the

date the merger agreement was signed to the date this application was filed with the Commission. However, applicants should specifically list those documents in a privilege log. Applicants should also supplement the privilege log they have produced to identify the people listed therein as set forth above.

Issues Relating to Data Request # 5

Position of ORA

In DR #5, ORA requested further information regarding the Synergy Model and California-specific benefits derived from the Model, as presented in Exhibit 1 of the Supplemental Application. In Data Request 5(1)(c) ORA requested computer files comprising the synergy model. ORA requested definitions, base numbers, and the assumptions used to derive capital and operating savings. ORA also asked for projected annual revenue figures, both with and without the proposed merger. ORA asked for all workpapers and models that used the assumptions referenced in previous questions, and/or used to calculate merger synergies.[3] ORA asserts that an understanding of calculations utilizing financial information, together with underlying assumptions, presented in Exhibit 1 is necessary to evaluate Applicants' claims and prepare testimony.

SBC objected to providing the computer model itself. In response to further ORA inquiries about the national synergies model, SBC stated that it had already "provided a detailed explanation of these documents during a presentation to ORA and its experts on May 5, 2005." During this "briefing" on

[3] Because SBC has stated an expectation that ORA treat its data request as confidential, ORA does not provide the precise verbiage of its requests. Nevertheless, ORA asserts that it has provided an accurate overview of DR#5, and of SBC's response.

the synergy model, SBC provided ORA paper copies of model output, but refused to provide an electronic version of the synergy outputs from the model itself. ORA claims that the structure of the meeting limited its usefulness. The SBC employee who ran the meeting understood only the relationship between certain numerical information in the model output, but not the underlying calculations.[4]

SBC indicated to ORA that some of the numbers contained in the material were not derived from within the model, but were "inputs" obtained from other individuals and sources, none of which were made available to ORA. ORA asserts that these inputs were not explained, except for certain assumptions based on legal theories. ORA was advised to read Joint Applicants' April 29, 2005 Reply to obtain those assumptions.

In its May 9, 2005 response to DR #5, Joint Applicants stated various general objections that the information is proprietary, or that the topic was discussed at a previous meeting with ORA. ORA indicates that Applicants did state that unspecified further information would be provided at an unspecified time in response to questions one, five and seven. Other than the understanding that California-specific information will be provided in electronic format, however, ORA indicates it has been unable to ascertain further details as to the contents or timing of any such supplement.

Response of Applicants

Applicants do not believe they are required by the Commission's rules and other standards for discovery to provide greater access to the national synergies

[4] ORA is necessarily general in this description because of SBC's assertions on confidentiality.

model. But they agree to do so, as long as such access will end further questions about the national synergies model, and as long as access is provided in controlled circumstances as described below to preserve the highly confidential nature of the proprietary information.

Applicants offer to provide both ORA and TURN direct access to electronic versions of runs of the national synergies model, and electronic copies of related worksheets as set out in the declaration of Rick Moore in support of Applicants' Motion for Protective Order. Applicants, however, also seek a "protective order" limiting the time that such materials be made available for review by ORA and TURN to two business days, and limiting access to conditions within SBC's custody and control. SBC argues that ORA and TURN's review should be on a "no copies" basis in the offices of SBC's California counsel in San Francisco.

Applicants argue that a such a protective order is warranted, claiming: (1) the burden, expense and intrusiveness of further discovery outweighs the likelihood that additional information sought will lead to the discovery of admissible evidence (*see* Civ. Proc. Code § 2017(c)); (2) further discovery on these same issues would be unreasonably cumulative or duplicative of previous responses and the actual Models and Worksheets being provided (*see* Civ. Proc. Code § 2019(b)(1)); and (3) further discovery would be unduly burdensome or expensive (*see* Civ. Proc. Code § 2019(b)(2)).

Specifically, Applicants agree to make available the following materials at the offices of SBC's California counsel, Pillsbury Winthrop Shaw Pittman LLP:

(1) a fully executable and manipulable electronic version of the national synergy model that generated outputs considered by the SBC board;

(2) a fully executable and manipulable electronic version of the additional run that was performed that adjusted the timing for the closing of merger and generated inputs used in the California-specific model;

(3) a fully executable and manipulable copy of the model that SBC used to calculate the stand alone financial performance and value of AT&T independent of any transaction (the foregoing three runs and models are referred to collectively as the "Models"); and

(4) electronic and (where applicable) manipulable copies of all of the worksheets that were prepared by SBC's Corporate Development department in connection with the preparation of the Models (hereafter referred to as the "Worksheets").

Applicants assert that these are all the materials that were used by SBC's Corporate Development Department, which was charged with preparing the models used in connection with SBC's internal analysis of merger synergies, and the California-specific synergies model. Moore Decl., ¶ 8.

Applicants argue that by making these materials available subject to these restrictions, TURN and ORA can validate the outputs used in the California model and run alternative scenarios using inputs of their choosing. Applicants argue that the Commission should impose these conditions to ensure that these highly proprietary materials remain in SBC's custody and control. Applicants' attach the Declaration of Rick Moore which states that these materials are highly proprietary and that disclosure, whether inadvertent or intentional, would cause SBC irreparable competitive harm.

In an e-mail reply to the service list dated May 20, 2005, ORA counsel claimed that numerous representations made in Applicants' reply and attached filings miss the points made in ORA's motion. For example, SBC's Mr. Moore declares under oath (in support of the motion for a protective order) that he is

"informed and believe[s] that SBC has either provided or agreed to make available ... a fully executable and manipulable electronic version of the Pre-Signing National Synergy Model." Moore Decl'n of 5/19/05, par. 7. SBC's outside counsel Patrick Thompson, however, stated in his 5/12/05 "meet and confer" email that "As to the national synergy model, we advised ORA over a month ago that we did not intend to provide an electronic copy of it." Thompson Decl'n of 5/19/05, Exhibit 6. ORA states that if an offer has been made regarding the model, it appears to have been made in the Motion for a Protective Order filed concurrently with the opposition to the Motion to Compel.

Discussion

The Assigned Commissioner's Ruling dated April 26, 2005, has already affirmed that issues relating to merger benefits as prescribed in Pub. Util. Code § 854(b) are within the scope of discovery for this proceeding. Both Applicants' California model and national synergies model are relevant to the determination of California-specific benefits from the merger. California Pub. Util. Code § 1821, et seq. requires that any computer model that is the basis of testimony be available to, and subject to verification by parties.

Applicants thus must provide ORA with access to its computer models in accordance with the requirements of Pub. Util. Code § 1821 et. al. and Commission Rules of Practice and Procedure, Rule 74.3, which requires that:

> (a) Any party who submits testimony or exhibits in a hearing or proceeding which are based in whole, or in part, on a computer model shall provide to all parties, the following information:
>
> (1) A description of the source of all input data;
>
> (2) The complete set of input data (input file) as used in the sponsoring party's computer run(s);

(3) Documentation sufficient for an experienced professional to understand the basic logical processes linking the input data to the output, including but not limited to a manual which includes:

(i) A complete list of variables (input record types), input record formats, and a description of how input files are created and data entered as used in the sponsoring party's computer model(s).

(ii) A complete description of how the model operates and its logic. This description may make use of equations, algorithms, flow charts, or other descriptive techniques.

(iii) A description of a diagnostics and output report formats as necessary to understand the model's operation.

(4) A complete set of output files relied on to prepare or support the testimony or exhibits; and

(5) A description of post-processing requirements of the model output.

In order to balance the rights of ORA to access the relevant computer models and parties' interests in protecting proprietary information, the following approach shall be adopted. Applicants' offer to provide access to the above-referenced models to ORA, under the conditions proposed by Applicants is hereby incorporated as a requirement of this ruling, with certain modifications, as noted below.[5] In this manner, Applicants can maintain control of access to the

[5] A related ruling granting TURN access to the Applicant models on a similar basis was issued on May 20, 2005, in this proceeding.

electronic model given its commercial sensitivity, while ORA, as well as TURN, can gain access to the model for necessary discovery.

As part of their offer to provide access to the models, Applicants ask that ORA and TURN be summarily prohibited from asking any subsequent questions about the models. Applicants also propose to limit the period of access by ORA and TURN to its above-referenced computer models to two days only. Such restrictions are unduly restrictive and arbitrary. ORA and TURN shall not be prohibited from propounding additional reasonable discovery as necessary to complete their showing in this proceeding. A two-day limit on access does not necessarily relate to the time that may be reasonably required for ORA or TURN to complete their discovery. Accordingly, while ORA and TURN should make every reasonable effort to complete their discovery expeditiously, they shall not be arbitrarily prohibited from proceeding.

IT IS RULED that:

1. The ORA motion is granted, in part, to the extent set forth below.

2. Applicants shall provide such information and supplemental responses as directed herein within 4 business days of this Ruling.

3. Inquiries concerning synergies relating to the proposed merger and acquisition, as derived from computer models, including any applicable interrelationships between the California-specific and national models, is within the relevant scope of discovery in this proceeding.

4. Based on Applicants' representation that responsive documents have not been withheld, and that any subsequently located responsive materials will be produced, no further Commission action is necessary at this time with respect to DR #2(1)(a). Applicants remain responsible to produce any responsive documents if so identified later.

5. Applicants' offer to provide the alternative method of attributing AT&T's costs to California shall be considered sufficiently responsive to the portion of DR #2 (1) (b) relating to California-specific cost data for AT&T. Upon Applicants' production of a response to ORA based upon the alternative method of cost attribution, Applicants' response to this portion of DR # 2 shall be considered complete.

6. Applicants are hereby ordered to comply with ORA's request to adjust the SBC cost information previously provided to ORA in response to DR #2 to match the synergy model categories.

7. Responses to data requests shall generally follow these rules:

- Responses shall be complete in themselves and not reference other responses or documents unless absolutely necessary.
- When documents are requested, Applicants should state whether or not responsive documents exist, list responsive documents, and refer to the documents by Bates number. If no documents exist, applicants should so state that a diligent search and inquiry has been made, and no documents have been discovered.

- Where Applicants withhold or redact documents based on a claim of privilege or legal protection, they should submit a privilege log, identifying the title and author of the document, and the privilege or legal protection invoked. Applicants need not do this for correspondence between themselves and their current counsel (e.g., the Pillsbury firm and other counsel which have appeared in this action). The same requirements for a privilege log that were applied in the GTE/Bell Atlantic proceeding shall apply here.

- To the extent that objections to specific data requests are vague or overly broad, such objections are not a valid defense against responding to the request. To the extent that an objection is to be considered, the objection must identify what specific language is vague, ambiguous, irrelevant, burdensome, overbroad, or duplicative, and a response must be provided to the balance of the request as reasonably interpreted.

8. Applicants shall provide access to the "Synergy Model," as well as the other information required to be produced by Rule 74.3 of the Commissions Rules of Practice and Procedure through the following process. Both ORA and TURN shall be granted access to the Models and Worksheets, as described in the Ruling above, at the offices of Pillsbury Winthrop Shaw Pittman LLP in San Francisco, California. Arrangements to accommodate ORA and TURN shall be provided without delay. Access to these materials will be provided to ORA and TURN confidentially. ORA and TURN's counsel and consultants may take notes and obtain paper copies relating to the model only on a confidential basis. SBC is not required to turn over electronic Models and Worksheets for use in environments that would interfere with SBC's continuing control of its proprietary information. Any paper copies, notes or reflections or references to this review shall be maintained by ORA and TURN as required by state law and, in the case of TURN, by the Non-Disclosure and Protective Agreement.

9. To the extent that ORA and TURN require additional time beyond the two days offered by Applicants, in order to complete their discovery relating to the above-referenced models, they shall be permitted to schedule additional time with Applicants as reasonably necessary for that purpose.

10. The Motion of Joint Applicants to file under seal the Declaration of Patrick S. Thompson in Support of its Reply to ORA's Motion to Compel is hereby granted.

Dated May 24, 2005, at San Francisco, California.

/s/ THOMAS R. PULSIFER
Thomas R. Pulsifer
Administrative Law Judge

CERTIFICATE OF SERVICE

I certify that I have by mail, and by electronic mail, to the parties to which an electronic mail address has been provided, this day served a true copy of the original attached Administrative Law Judge's Ruling, Granting In Part, Motion off the Office of Ratepayer Advocates to Compel Discovery Responses on all parties or their attorneys of record in this proceeding.

Dated May 24, 2005, at San Francisco, California.

/s/ JANET V. ALVIAR

Janet V. Alviar

N O T I C E

Parties should notify the Process Office, Public Utilities Commission, 505 Van Ness Avenue, Room 2000, San Francisco, CA 94102, of any change of address to insure that they continue to receive documents. You must indicate the proceeding number on the service list on which your name appears.